

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 15883
(PBR TENNESSEE, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems Tennessee, Inc. ("DAST"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and PBR Tennessee, Inc. ("PBR Tennessee") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 15883 (PBR Tennessee, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 9, 2006, PBR Tennessee filed proof of claim number 15883 against DAST, asserting an unliquidated claim (the "Claim").

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed.R.Bankr.P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(c) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, PBR Tennessee filed its Response to the Debtors' Second Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(B) and Fed.R.Bankr.P.3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims and Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(B) and Fed.R.Bankr.P.3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors'

Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(C) (Docket No. 5740) (the "Third Objection Response").

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAST and PBR Tennessee entered into this Stipulation, pursuant to which PBR Tennessee acknowledges and agrees that the Claim shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, PBR Australia, and SSIGI stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. PBR Tennessee shall withdraw its Response with prejudice.

So Ordered in New York, New York, this 13th day of August, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Judy O'Neill

Judy O'Neill
FOLEY & LARDNER LLP
500 Woodward Ave., Suite 2700
Detroit, MI 48226
(313) 234-7100

Attorneys for PBR Tennessee, Inc.

- and -

Kayalyn A. Marafioti
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession